

AMENDATORY SECTION (Amending WSR 04-04-018, filed 1/23/04, effective 2/23/04)

WAC 434-112-020 Corporations division address, telephone number and office hours. ~~((1) The mailing address of the corporations division is: P.O. Box 40234-0234, Olympia, Washington 98504-40234.~~

~~(2) The corporations division is located in the James M. Dolliver Building at 801 Capitol Way South, Olympia, Washington.~~

~~(3) The telephone numbers for corporations division services are 360-753-7115 and 360-753-7120. The TDD line is 360-753-1485. Telephone services are available from 8:00 a.m. to 5:00 p.m. Pacific time, Monday through Friday, except for state holidays.~~

~~(4) The telephone number for charities program services is 360-753-0863. The toll free number in Washington is 1-800-332-GIVE (1-800-332-4483). The TDD number for the charities program is 1-888-658-1485. Telephone services are available from 8:00 a.m. to 5:00 p.m. Pacific time, Monday through Friday, except for state holidays.~~

~~(5) The corporations division counter is open for corporations and charities program services to in-person requests from 8:00 a.m. to 5:00 p.m. each business day. The corporations division is unable to guarantee same day processing of any filing or request submitted after 4:30 p.m. on that day. See WAC 434-112-080 for fees and regulations related to expedited processing.))~~

AMENDATORY SECTION (Amending WSR 04-04-018, filed 1/23/04, effective 2/23/04)

WAC 434-112-025 Documents delivered after normal working hours. (1) Documents, including substitute service of process on the secretary of state, delivered after the normal working hours of 8:00 a.m. to 5:00 p.m., will be deemed to be received on the next working day.

(2) Filings submitted on-line will be deemed to be received as of the date and time the corporations division computer system records the complete submission and credit card approval for the transaction.

(3) The secretary assumes no responsibility for any form of delivery other than that:

(a) Received personally by an employee of the office of the secretary of state; or

(b) Received by the corporations division computer system as

a result of an on-line filing.

AMENDATORY SECTION (Amending WSR 04-04-018, filed 1/23/04, effective 2/23/04)

WAC 434-112-030 Certificates for business filings. (~~((1))~~)
Certificates issued by the secretary of state or the secretary's designee in furtherance of duties under Titles 18, 19, 23, 23B, 24 and 25 RCW shall:

~~((a))~~ (1) Bear a rendition of the Washington state seal;
~~((b))~~ (2) Bear a mechanical or electronic reproduction of the secretary's signature; and

~~((c))~~ (3) Be regarded as the secretary of state's official certification of the matters itemized in the certificate.

~~((2) The secretary may make commemorative certificates available. When such certificates are available, any person or entity completing a filing under the authority listed in WAC 434-112-010 (2) (a) through (d) may purchase a commemorative certificate bearing a gold foil seal documenting the filing.~~

~~(a) The cost for a commemorative certificate is one hundred dollars;~~

~~(b) Expedited service is not available for commemorative certificates.)~~

AMENDATORY SECTION (Amending WSR 04-04-018, filed 1/23/04, effective 2/23/04)

WAC 434-112-040 Document standards for filings--Cover sheet requirement and document quality. (1) A completed contact information cover sheet shall be submitted with each filing with the corporations division or the charities program if:

(a) The filing party is not the registered agent and would like the completed filing returned to them directly;

(b) The filing party would like expedited service under WAC 434-112-080; or

(c) The filing party would like correspondence related to a charities program filing sent to an individual at an address other than the mailing address of record.

(2) The cover sheet will include contact telephone and address information related to the filing, and provide an opportunity to advise the corporations division whether the request is for expedited service and designate the address to which the corporations division is to return the completed request.

(3) All corporations related filings received without a

contact information cover sheet will be returned to the registered agent for the entity when processing is complete.

(4) Correspondence pertaining to a charities program filing received without a contact information cover sheet will be sent to the entity's mailing address of record when processing is complete.

(5) The corporations division including the charities program may reject and return documents and copies that are not legible or not capable of being recorded as an image with adequate resolution and clarity.

(a) Paper and ink must be of weight and color capable of producing a legible image regardless of the system used by the corporations division for creating the image.

(b) Documents completed in pencil will not be accepted for filing.

~~(c) ((All filings except on-line filings must be submitted on 8 1/2 x 11 paper.~~

~~(d)) All text must be written or printed in eight point type or larger.~~

~~((6) All filings not presented on forms provided by the office of the secretary of state must have a three inch top margin on page one, with one inch side and bottom margins. Pages after page one must have a one inch margin on the top, bottom and sides.))~~

AMENDATORY SECTION (Amending WSR 04-04-018, filed 1/23/04, effective 2/23/04)

WAC 434-112-075 On-line services. (1) The corporations division web site is located at www.secstate.wa.gov/. The web site provides a variety of services for charities and corporations including on-line lookup, on-line filing and downloadable forms. Please see the web site for the most up to date list of services available.

(2) The following business entities may pay their annual license fees and submit their annual reports on-line, provided they meet the requirements of this subsection:

(a) Domestic or foreign profit corporations organized under Title 23B RCW, including professional service corporations under chapter 18.100 RCW; and Massachusetts trusts under chapter 23.90 RCW.

(b) Foreign and domestic limited liability companies registered or formed under chapter 25.15 RCW, including limited liability companies formed under RCW 25.15.045 to provide professional services.

(3) Entities filing annual reports on-line must have twenty-five or fewer board members, officers, shareholders, members or managers to report.

(4) On-line filings for foreign and domestic corporations,

foreign and domestic limited liability companies, and registrations under the charities programs:

(a) Will be processed as expedited filings under WAC ((~~434-112-065~~)) 434-112-080;

(b) Will be subject to the expedited processing fee set forth in WAC ((~~434-112-065~~)) 434-112-080; and

(c) Be treated as received when the corporations division system records receipt of the completed transaction including payment authorization.

(5) When submitting an on-line filing, the person completing the filing shall sign the application by: Typing their full name in the space provided on the web form; stating their capacity with the entity addressed in the filing; and following the directions for signing the web form.

AMENDATORY SECTION (Amending WSR 04-04-018, filed 1/23/04, effective 2/23/04)

WAC 434-112-080 In-person or expedited service--Special fees.

(1) The corporations division counter is open for corporations and charities program services to in-person requests from 8:00 a.m. to 5:00 p.m. each business day.

(a) Staff provides expedited, same-day processing of documents or requests submitted in person prior to 4:30 p.m. on that day. The corporations division is unable to guarantee same day processing of any filing or request submitted after 4:30 p.m. on that day.

(b) Expedited requests submitted by fax, mail or on-line will be completed within two working days of submission, or as soon thereafter as possible.

(2) Expedited services under this section are available for the following transactions:

(a) Business filing transactions:

(i) Charter document review and filing;

(ii) Name reservation review and filing;

(iii) Document certification;

(iv) Document copying or status certificates;

(v) Status change filings;

(vi) Reinstatements; and

(vii) Trademark filings.

(b) Charities program filings:

(i) Document review and filing including initial registration and renewals of charities, commercial fund-raisers and charitable trusts;

(ii) Document copying and status verification letters;

(iii) Status change filings.

(c) Apostille requests submitted at the corporations division counter.

(3) The fee for (~~same-day~~) expedited service is twenty dollars for single or multiple transactions within each new or existing corporation program file, or charities program file. In addition, the filing fee for each transaction will apply.

(4) Except for on-line filings, the filing party shall indicate that expedited processing is requested by:

(a) Submitting a completed contact information cover sheet as described by WAC 434-112-040 indicating that the document is submitted for expedited filing; or

(b) Placing the word "expedite" conspicuously on either the face of the document to be filed, or on any cover letter submitted with the document.

(5) All documents submitted for filing on-line and corporations documents submitted via facsimile transmission are treated as expedited processing requests. Registrations with the charities program may not be submitted by facsimile. Documents transmitted via facsimile will receive expedited (~~forty-eight hour~~) processing within two working days of submission, or as soon thereafter as possible when the documents are received between 8:00 a.m. and 5:00 p.m. Pacific time each business day. The fee for facsimile filings is twenty dollars for single or multiple transactions within each new or existing corporation or trademark file. In addition, the filing fee for each transaction will apply.

(6) There is no expedited fee for the following transactions, unless they are submitted via facsimile transmission (~~as set forth under subsection (3) of this section~~) or on-line:

(a) Registered agent or address change;

(b) Initial reports;

(c) License renewal and required annual report;

(d) Amended annual reports;

(e) In-person inspection or review of corporation files or other public documents located in the corporations division office;

(f) Documents left at the counter for processing with mail-in documents received the same day; or

(g) A search for nonactive corporations less than twenty years old or trademark files less than six years old.

(7) If staff cannot complete the expedited service request before the end of the same day, or the second consecutive business day for facsimile filings, the transaction will be completed (~~on the following business day~~) as soon as possible.

(8) Emergency services needed outside regular business hours requiring employee overtime are one hundred fifty dollars per hour plus regulatory or statutory fees due for the form of the filing. When the division receives an emergency request, staff notifies the customer of the service fee and any other reasonable conditions set by the director. The customer must agree to pay the fees or have received a fee waiver before emergency services are provided.

(9) Service may be limited under extraordinary circumstances.

(a) Over-the-counter service hours may be shortened under extraordinary circumstances.

(b) Separate over-the-counter service requests by one person may be limited to those relating to three corporations per day.

(c) Documents submitted by courier services or document-handling companies may receive twenty-four-hour service or as soon thereafter as possible.

(d) A customer may make alternate arrangements with the director prior to bringing or sending in documents, if a sudden, unexpected situation occurs during the business day.

(10) A person submitting a filing or request may submit a written request asking the secretary to waive emergency or penalty fees.

(a) The request must include the special circumstances justifying the fee waiver.

(b) Under special circumstances the secretary may waive emergency or penalty fees.

(11) Fees for expedited or in-person processing will not be refunded (~~((if processing the request is delayed or not completed due to documents that lack required information, that contain provisions prohibited by Washington law, or are not presented in a manner that can be legibly preserved in the records of the office of the secretary of state))~~).

AMENDATORY SECTION (Amending WSR 07-20-065, filed 9/28/07, effective 10/29/07)

WAC 434-112-085 Fees and penalties. (1) For Washington registered profit domestic and foreign corporations, including profit cooperative associations, employee cooperative associations, limited liability companies, limited partnerships, Massachusetts trusts and limited liability partnerships, fees and penalties are as follows:

(a) Articles of incorporation, certificates of formation, certificate of limited partnership (~~((agreements))~~) and other original filings, one hundred (~~((seventy-five))~~) eighty dollars;

(b) Articles of amendment, restatement, correction, or revocation of dissolution, thirty dollars; articles of amendment for limited partnerships are twenty-five dollars;

(c) License renewal with required annual report filed after due date and before administrative dissolution, penalty fee of twenty-five dollars, plus the statutory fee of fifty dollars and the department of licensing handling fee of nine dollars; limited partnership and limited liability partnership annual report statutory fee is fifty dollars;

(d) Reinstatement, one hundred dollars plus all delinquent license or annual fees and a twenty-five percent penalty computed on the total amount;

(e) Articles of merger or exchange, twenty dollars for each listed company;

(f) Resignation of registered agent, twenty dollars;

(g) Resignation of officer or director, an initial report or

amended annual report, and the appointment or change of registered agent or change of registered address, ten dollars;

(h) Registration, reservation, or transfer of name, thirty dollars;

(i) Articles of dissolution, certificate of withdrawal, dissolution by judicial decree, or revocation of certificate of authority by either failure to renew or judicial decree, no fee;

(j) Agent's consent to act as agent, agent's resignation if appointed without consent, or annual report when filed concurrently with annual license fee, no fee; and

(k) Other statement or report filed, ten dollars.

(2) For Washington registered domestic and foreign nonprofit corporations, nonprofit miscellaneous and mutual corporations, building corporations, and other associations and corporations under Title 24 RCW, fees and penalties are as follows:

(a) Articles of incorporation and other original filings, thirty dollars;

(b) Articles of amendment, restatement, (~~(or correction)~~) twenty dollars;

(c) Articles of dissolution or certificate of withdrawal, no fee;

(d) Revocation of dissolution, twenty dollars;

(e) Reinstatement following administrative dissolution, thirty dollars plus all delinquent annual fees and a five-dollar penalty;

(f) Articles of merger or exchange, twenty dollars for each listed corporation;

(g) Resignation of officer or director, an initial report or amended annual report, the appointment or change of registered agent, or change of registered address, ten dollars;

(h) Resignation of registered agent, twenty dollars;

(i) Registration, reservation, or transfer of reservation of name, twenty dollars;

(j) Certificate of election adopting provisions of chapter 24.03 RCW as described in RCW 24.03.017, thirty dollars; and

(k) Other statement or report filed, ten dollars.

(3) For registering trademarks for use within the state, the fees are as follows:

(a) For a five-year registration or renewal, fifty dollars for each class in which the trademark is registered;

(b) For recording the assignment of a trademark and its registration or application for registration, ten dollars;

(c) For a new certificate with the name of the new assignee, five dollars;

(d) For reservation of a trademark for one hundred eighty days, thirty dollars for each class in which the trademark is reserved;

(e) For amendment of a trademark to add new classes of goods or services, fifty dollars for each class added by the amendment;

(f) Cancellation of trademark, no fee; and

(g) Other statement or report filed, ten dollars.

(4) For registration of a declaration of state registered domestic partnership, or registration of a notice of termination of

state registered domestic partnership, fifty dollars each.

(5) Fees paid under WAC 434-112-085 are not refundable. Under special circumstances, the filing party may petition the secretary in writing to request a waiver of emergency or penalty fees.

AMENDATORY SECTION (Amending WSR 07-20-065, filed 9/28/07, effective 10/29/07)

WAC 434-112-090 Miscellaneous fees. (1) ~~((For photocopies, fees are as follows:))~~ Copy fees for corporate documents are:

(a) Each annual report, five dollars;

(b) Initial articles of incorporation, initial certificate of formation, other initial organizing document ~~((or any single document))~~, ten dollars;

(c) Articles of incorporation, certificate of formation, other organizing documents including all subsequent amendments and restatements, twenty dollars;

(d) Copy of any filing related to a state registered domestic partnership, five dollars;

(e) Surcharge for files exceeding one hundred pages of copy, thirteen dollars for each fifty-page increment (number of pages determined by weight of copies);

(2) For certificates of existence fees are as follows:

(a) With complete historical data, under embossed seal, thirty dollars;

(b) ~~((Computer generated))~~ Without complete historical data, twenty dollars;

(c) Duplicate certificate twenty dollars.

(3) For additional certificates of registration or termination of a state registered domestic partnership, five dollars. For an additional or replacement state registered domestic partnership wallet card, ten dollars.

(4) For verifying the signature of a notary or public official for an apostille or certification authenticating a sworn document, the fee is fifteen dollars. ~~((This includes:~~

~~(a) A ten-dollar fee for verifying the signature of a notary or public official; and~~

~~(b) A five-dollar fee for providing a certificate under seal pursuant to RCW 47.03.120 (1)(b).))~~

(5) For each certified copy of any document the fee is ~~((ten dollars plus a ten-dollar copy fee per document))~~ twenty dollars.

(6) For any service of process the fee is fifty dollars.

(7) Dishonored checks. If a person, corporation or other submitting entity has attempted to pay any fee due to the secretary of state by means of a check, and the check is dishonored by the financial institution when presented, the secretary of state will impose a twenty-five-dollar penalty, payable to the secretary of state.

In the event a valid replacement check and dishonor charge is not received in the office of the secretary of state within the time prescribed by its accounting division, the transaction covered by the dishonored check will be canceled and all other late filing fees and penalties will be instituted.

AMENDATORY SECTION (Amending WSR 07-20-065, filed 9/28/07, effective 10/29/07)

WAC 434-112-100 State registered domestic partnerships. (1) State registered domestic partnerships will be registered by the corporations program, in the corporations division of the office of the secretary of state.

(2) Declarations of state registered domestic partnerships, and notices of termination of state registered domestic partnerships may be submitted to the corporations division by mail, or in person. See WAC 434-112-020 for the corporations division ((address and)) hours of service.

(3) The document standards in WAC 434-112-040(5) apply to declarations of state registered domestic partnerships and to notices of termination of state registered domestic partnerships.

(4) At the time of registration of a declaration of state registered domestic partnership or of filing of a notice of termination of state registered domestic partnership the corporations division will provide to each state registered domestic partner:

(a) One original certificate of registration or termination. Further certificates or additional certificates requested after registration are available subject to the fees set forth in WAC 434-112-090.

(b) One wallet sized card documenting registration of the state registered domestic partnership.

(5) Registrations of state registered domestic partnerships are public records and all documents related to the registration are subject to public disclosure.

REPEALER

The following section of the Washington Administrative Code is repealed:

WAC 434-112-095

Fee prepayment--When required.